

RECORDATION NO. 23031-C FILED

FEB 27 '09 -12 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 27, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: Amtrak Trust 2000-E

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Termination of Security Agreement, dated as of February 27, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Loan and Security Agreement previously filed with the Board under Recordation Number 23031.

The names and addresses of the parties to the enclosed document are:

Trustee: Wilmington Trust Company (not in its individual
capacity, but solely as Trustee)
Rodney Square North
1100 North Market
Wilmington, DE 19891

Lender: AME Investments, LLC
c/o Ambac Capital Corporation
One State Street Plaza
New York, NY 10004

Anne K. Quinlan, Esquire
February 27, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

11 coach class railcars AMTK 82504 - AMTK 82515 (excluding AMTK 82508) and 6 Superliner Baggage coaches within series AMTK 31016 - AMTK 31044 as more particularly set forth in the attachment to the document.

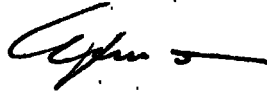
A short summary of the document to appear in the index follows:

Memorandum of Termination of Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

FEB 27 '09

-12 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT

1. Pursuant to the Loan and Security Agreement (Amtrak Trust 2000-E), dated as of August 1, 2000 ("Security Agreement"), Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Trustee ("Trustee") under the Trust Agreement (Amtrak Trust 2000-E) dated as of August 1, 2000, granted to AME Investments, LLC (the "Lender"), as security for certain obligations of Trustee, Equity Investor, Lessee or any other Person under any of the Operative Documents to the Lender, a security interest in all of Trustee's right, title, and interest in and to the Collateral, including, without limitation, the railroad equipment described on Annex A hereto. The parties executed a Memorandum of Loan and Security Agreement (Amtrak Trust 2000-E), reflecting the foregoing, dated as of August 1, 2000, which Memorandum was filed with the Surface Transportation Board on August 1, 2000, at 3:56 PM, with the Recordation No. 23031-A. All terms used and not otherwise defined herein shall have the respective meanings provided in the Security Agreement.

2. Pursuant to a Termination and Purchase Agreement, dated as of February 26, 2009, by and between Trustee, National Railroad Passenger Corporation, a company organized under the Rail Passenger Service Act and the laws of the District of Columbia, CIBC Capital Corporation, a Delaware corporation, the Lender, Ambac Capital Funding, Inc., a Delaware corporation, Ambac Assurance Corporation, a Wisconsin domiciled stock insurance company and AME Asset Funding, LLC, a Delaware limited liability company, the Lender terminated and released the security interest granted by Trustee to the Lender under the Security Agreement in full with respect to the Collateral, including, without limitation, the railroad equipment described on Annex A hereto.

3. The addresses of the parties are as follows:

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

AME Investments, LLC
C/o Ambac Capital Corporation
One State Street Plaza
New York, New York 10004
Attention: Loan Operations

4. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

5. This Memorandum of Termination of Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Termination of Security Agreement to be executed as of February 27, 2009.

WILMINGTON TRUST COMPANY,

Not in its individual capacity but solely as Trustee,
as aforesaid

By: _____

Name: _____

Title: _____

Robert J. Perkins
Vice President

STATE OF DELAWARE)

) ss:

COUNTY OF NEW CASTLE)

On FEB 24, 2009, before me personally appeared Robert J. Perkins to me personally known, who being by me duly sworn says that he is Vice President of Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Vernessa E. Robinson
Notary Public

VERNESSA E. ROBINSON

My commission expires: _____

Notary Public - State of Delaware

My Comm. Expires Oct. 26, 2010

[NOTARIAL SEAL]

October 26, 2010

[Execution continued on next page; remainder of this page intentionally left blank]

AME INVESTMENTS, LLC

By: [Signature]

Name: David J. Weissman

Title: Ambac Board Member

STATE OF New York)
COUNTY OF New York) ss:

On February 24, 2009, personally appeared before me David J. Weissman to me personally known, who being by me duly sworn, said that he is Ambac Board Member of AME Investments, LLC, that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Anne G. Kelly
Notary Public
My commission expires:

[NOTARIAL SEAL]

ANNE G. KELLY
Notary Public, State of New York
No. 02G15044534
Qualified in New York County
Commission Expires October 12, 20 11

ANNEX A**EQUIPMENT****Lot 1**

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
82504	Amfleet I	Coach Class
82505	Amfleet I	Coach Class
82506	Amfleet I	Coach Class
82507	Amfleet I	Coach Class
82509	Amfleet I	Coach Class
82510	Amfleet I	Coach Class
82511	Amfleet I	Coach Class
82512	Amfleet I	Coach Class
82513	Amfleet I	Coach Class
82514	Amfleet I	Coach Class
82515	Amfleet I	Coach Class

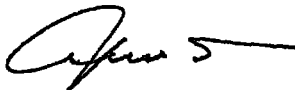
Lot 2

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
31016	Superliner I	Superliner Baggage Coach
31021	Superliner I	Superliner Baggage Coach
31028	Superliner I	Superliner Baggage Coach
31034	Superliner I	Superliner Baggage Coach
31042	Superliner I	Superliner Baggage Coach
31044	Superliner I	Superliner Baggage Coach

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/27/09



Robert W. Alvord